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and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

MESA AIR GROUP, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 10-10018 (MG)

(Jointly Administered)

**DEBTORS' FOURTEENTH NOTICE OF INTENT TO REJECT LEASES  
RELATING TO CERTAIN AIRCRAFT OR ABANDON AIRCRAFT SUBJECT  
TO SECURITY AGREEMENTS PURSUANT TO DEBTORS' PROCEDURES  
SET FORTH IN AMENDED ORDER ENTERED ON FEBRUARY 23, 2010**

**(RE: AIRCRAFT COUNTERPARTIES LISTED ON EXHIBIT 1)**

**PLEASE TAKE NOTICE** that the debtors and debtors in possession (collectively, the “Debtors”) hereby give notice to the owner participants, owner trustees, loan participants, lenders, indenture trustees, and guarantors set forth on Exhibit 1 annexed hereto (the “Aircraft Parties”) of the Debtors’ intent to reject the seven (6) aircraft leases (the “Leases”) in their entirety and abandon one (1) aircraft subject to a security agreement related to seven (7) CRJ-

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<sup>1</sup> The Debtors are: Mesa Air Group, Inc. (2351); Mesa Air New York, Inc. (3457); Mesa In-Flight, Inc. (9110); Freedom Airlines, Inc. (9364); Mesa Airlines, Inc. (4800); MPD, Inc. (7849); Ritz Hotel Management Corp. (7688); Regional Aircraft Services, Inc. (1911); Air Midwest, Inc. (6610); Mesa Air Group Airline Inventory Management, LLC (2015); Nilchi, Inc. (5531); and Patar, Inc. (1653).

200 aircraft, with the airframes having the U.S. Registration Number as identified in Exhibit 1 (the “Excess Equipment.”)

**PLEASE TAKE FURTHER NOTICE** that, on February 23, 2010, the Bankruptcy Court entered its *Order (I) Authorizing Debtors to (A) Reject Leases Relating to Certain Aircraft and Other Related Equipment, (B) Abandon Certain Aircraft, Engines, and Other Related Equipment, (C) Transfer Title to Certain Aircraft, Engines, and Other Related Equipment, and (D) Satisfy the Surrender and Return Requirements Under the Bankruptcy Code, and (II) Approving Related Notices and Procedures* (the “Order”),<sup>2</sup> a copy of which is available upon request from the Debtors’ counsel and which is also available for review on [www.epiq11.com](http://www.epiq11.com) (follow “All Active Cases” and “Mesa Air Group, Inc.” links). All capitalized terms whose meanings are not defined or otherwise ascribed herein shall have the meaning ascribed to them in the Order. This Notice is being provided to you in accordance with the Order as a Subsequent Rejection Notice.

**PLEASE TAKE FURTHER NOTICE** that unless an affected Aircraft Party timely objects to this Subsequent Rejection Notice and the proposed Lease rejections or abandonment, as the case may be, and related surrender and return of the Excess Equipment, the rejection of the Leases or abandonment will be effective on the dates set forth on Exhibit 1 (the “Deemed Effective Date”), without need of any further Court order or additional notice, subject to the rights to object as set forth in the Order, and as of the Deemed Effective Date, the applicable Aircraft Party may take possession of the Excess Equipment as of the date(s) and at the location(s) set forth on Exhibit 1.

**PLEASE TAKE FURTHER NOTICE** that in accordance with the terms of the

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<sup>2</sup> On February 24, 2010, the Debtors filed with the Court an amended exhibit A-2 to the Order [Docket No. 360].

stipulations entered into with controlling aircraft counterparties (the “Controlling Aircraft Counterparties”)<sup>3</sup> with respect to the aircraft leases being rejected or aircraft being abandoned (collectively, the “Section 1110(b) Stipulations”), the Controlling Aircraft Counterparties have agreed not to exercise any remedies or assert any claims arising solely from any alleged default on the basis that any Excess Equipment returned does not have the original engines installed ‘on wing’ provided that the Debtors comply with the requirements of the applicable Section 1110(b) Stipulation.

**PLEASE TAKE FURTHER NOTICE** that if any affected Aircraft Party wishes to object to the rejection of the applicable Lease or abandonment of the aircraft, such affected party must file and serve such objection in accordance with the following procedures:

(a) The Debtors’ rejection of the applicable Lease or abandonment of the aircraft pursuant to this Notice will be effective as of the Deemed Effective Date, without the need of any further order or notice, if no objection thereto is filed with the Court and served so as to be received by 4:00 p.m. (prevailing Eastern Time) on the 7<sup>th</sup> business day after the filing and service of this Notice, on (i) the United States Bankruptcy Court of the Southern District of New York, One Bowling Green, New York, New York 10004, (ii) the Office of the United States Trustee for the Southern District of New York (the “OUST”), 33 Whitehall Street, 21<sup>st</sup> Floor, New York, New York 10004, (iii) Pachulski Stang Ziehl & Jones LLP, 150 California Street, 15<sup>th</sup> Floor, San Francisco, California 94111 (Attn: Debra I. Grassgreen and Joshua M. Fried), and Pachulski Stang Ziehl & Jones LLP, 780 Third Avenue, 36<sup>th</sup> Floor, New York, New York 10017 (Attn: Maria A. Bove), attorneys for the Debtors, (iv) Mesa Air Group, Inc., Law Department 410 N. 44<sup>th</sup> St. Suite 700, Phoenix, Arizona 85008, (Attn: Brian S. Gillman, Esq.), and (v) counsel to the Committee, Morrison & Foerster, 1290 Avenue of the Americas, New York, New York 10104 (Attn: Brett H. Miller) (“Committee Counsel”) (collectively, the “Notice Parties”).

(b) If a timely objection is filed and served, the effective date of rejection or abandonment will be (i) the originally proposed Deemed Effective Date if the objection is overruled or withdrawn or (ii) such other date as determined by the Bankruptcy Court after a hearing on the objection. Further, the Court may adjust the Deemed Effective Date in accordance with the procedures set forth in paragraph 2 of the Order on account of the Enumerated Matters (as such term is defined in the Order) or any other breach of the Order.

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<sup>3</sup> A list of the Section 1110(b) Stipulations and the Controlling Counterparties is annexed hereto as Exhibit 2.

(c) A hearing on any objection to this Notice will be held on the next scheduled omnibus hearing date in the Debtors' cases, provided that the objecting party is provided by the Debtors at least five (5) business days' prior written notice of such hearing date and time, and provided further that the foregoing is without prejudice to the Debtors and/or objecting party to move for an expedited hearing (on less than five (5) business days' notice).

(d) The Debtors must file and serve on the objecting party, the OUST and the Committee Counsel any reply to any objection at least two (2) business days prior to the scheduled hearing.

**PLEASE TAKE FURTHER NOTICE** that paragraphs 2 and 9 of the Order set forth important deadlines regarding the assertion of claims and rights, including the bar date for asserting rejection or abandonment damages.

Dated: May 20, 2010  
New York, New York

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Debra Grassgreen

Richard M Pachulski  
Laura Davis Jones  
Debra I. Grassgreen  
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and Debtors in Possession

**EXHIBIT 1**

**Listed Excess Equipment to Be Rejected on Deemed Effective Date**

***INDEX***

Counterparties and other parties in interest should locate their names in the index below and refer to the listed page(s) of the attached exhibit. Parties in interest should review the exhibit in its entirety out of an abundance of caution.

<b><u>Applicable Counterparty and Other Parties in Interest:</u></b>	<b><u>Page of attached Exhibit 1:</u></b>
BNP Paribas .....	2
Bombardier .....	4
Bombardier Services Corporation .....	7
Bremer Landesbank Kreditanstalt Oldenburg-Girzontale.....	5
Canadian Regional Aircraft Finance Transaction No. 1 Limited .....	1
Commerzbank Aktiengesellschaft, Singapore Branch .....	3
Credit Agricole Corporate and Investment Bank (f/k/a Calyon) .....	3
DVB Bank SE, London Branch .....	2, 4
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NIBC BANK N.V. ....	3, 6
U.S. Bank Corporate Trust Services .....	4, 5, 6
Wells Fargo Bank Northwest, NA (formerly First Security Bank) .....	4, 5, 6
Wells Fargo Bank Northwest, NA Corporate Trust Services .....	2
Wonderfulworld Holding B.V. c/o ATC Corporate Services (Netherlands) B.V. ....	2

Item No.	Lessors/Secured Parties and Other Related Party Addresses	Lessee/ Debtor	Airframe Mfr. & Model	Airframe Mfr. Serial No	U.S. Reg. No.	Deemed Effective Date and Proposed Return Location
<u>1</u>	<p><b><u>Lessor:</u></b> Fluid CRJ One Statutory Trust c/o Wells Fargo Bank Northwest, National Association Attn: Corporate Trust Office 299 South Main St, 12th Floor Salt Lake City, UT 84111</p> <p><b><u>Loan Participant:</u></b> Landesbank Baden-Wurtemberg (LBBW) ATTN: Lars Munstermann Am Hauptbahnhof 2 70173 Stuttgart Germany</p>	Mesa Airlines, Inc.	CL-600-2B19 (CRJ-200)	7137	N650ML	<p>Deemed Effective Date:</p> <p><b>June 3, 2010</b></p> <p>The airframe and engine listed below are available for inspection commencing on May 24, 2010 at Mesa's Tucson, Arizona maintenance facility and the records are available for inspection on May 24, 2010 at Mesa's Phoenix, Arizona maintenance facility, each in accordance with the Section 1110(b) Stipulation.</p> <p>SN: 872073</p> <p>The Debtors will continue to use and pay for the second engine (SN: 872074) associated with this airframe in accordance with the Section 1110(b) Stipulation.</p> <p>In the event the Debtors elect to surrender and return such engine, the Debtors shall provide notice and make the engine immediately available for inspection no later than the eighth (8<sup>th</sup>) business day prior to the proposed effective date for the turnover of such engine.</p>
<u>2</u>	<p><b><u>Lender:</u></b> Canadian Regional Aircraft Finance Transaction No. 1 Limited Attn: Maurant &amp; Co. Secretaries Limited, Group 12 22 Grenville Street St. Helier, Jersey Channel Islands</p>	Mesa Airlines, Inc.	CL-600-2B19 (CRJ-200)	7209	N571ML	<p>Deemed Effective Date:</p> <p><b>June 3, 2010</b></p> <p>The airframe and engines listed below are available for inspection commencing on May 24, 2010 at Mesa's Tucson, Arizona maintenance facility and the records are</p>

Item No.	Lessors/Secured Parties and Other Related Party Addresses	Lessee/ Debtor	Airframe Mfr. & Model	Airframe Mfr. Serial No	U.S. Reg. No.	Deemed Effective Date and Proposed Return Location
	<b><u>Indenture Trustee:</u></b> Manufacturers and Traders Trust Company Attn: Corporate Trust Department 25 South Charles Street Mail Code 101-591 Baltimore, MD 21201					available for inspection commencing on May 24, 2010 at Mesa's Phoenix, Arizona maintenance facility, each in accordance with the Section 1110(b) Stipulation:  SN: 872260 SN: 872225
<u>3</u>	<b><u>Owner Participant:</u></b> Wonderfulworld Holding B.V. c/o ATC Corporate Services (Netherlands) B.V. Attention: Krisje van der Poel Olympic Plaza Fred Roeskestraat 123 1076 EE Amsterdam The Netherlands  <b><u>Owner Trustee / Lessor:</u></b> Wells Fargo Bank Northwest, NA Corporate Trust Services MAC: U1228-120 299 South Main Street, 12th Floor Salt Lake City, UT 84111  <b><u>Lenders:</u></b> DVB Bank SE, London Branch Attention: Carsten Gerlach, Senior Vice President, Aviation Special Projects 80 Cheapside London EC2V 6EE England  BNP Paribas CIB - SF - Transportation Group Aircraft Asset Management Attn : Thibaud Génin	Mesa Airlines, Inc.	CL-600-2B19 (CRJ-200)	7372	N75993	Deemed Effective Date:  <b>June 3, 2010</b>  The airframe and engines listed below are available for inspection commencing on May 24, 2010 at Mesa's Columbia, South Carolina maintenance facility and the records are available for inspection commencing on May 24, 2010 at Mesa's Columbia, South Carolina maintenance facility, each in accordance with the Section 1110(b) Stipulation:  SN: 872634 SN: 872772

Item No.	Lessors/Secured Parties and Other Related Party Addresses	Lessee/ Debtor	Airframe Mfr. & Model	Airframe Mfr. Serial No	U.S. Reg. No.	Deemed Effective Date and Proposed Return Location
	<p>16, rue de Hanovre 75078 Paris Cedex 02</p> <p>Commerzbank Aktiengesellschaft, Singapore Branch GRM-IC Asia Attn: Mr. Josef Bruntraeger/ Ms. Weena Goh 8 Shenton Way #42-01 Singapore 068811</p> <p>Credit Agricole Corporate and Investment Bank (f/k/a Calyon) Attention: Isabelle Piron, Head of Aircraft Asset Management, Structured Finance – Aviation Group 92920 Paris La Defense Cedex France</p> <p>ING Bank N.V., Singapore Branch Asset Based Finance – Aviation Attention of Ad van den Broek / Hugo Kanters p/a Bijlmerplein 888 1102 MG Amsterdam The Netherlands</p> <p>NIBC BANK N.V. Attention: Henny J.Th. Spanjaard Carnegieplein 4 P.O. Box 380 2501 BH The Hague, The Netherlands</p>					
<b><u>4</u></b>	<p><b><u>Owner Participant:</u></b> General Electric Capital Corporation c/o GE Capital Aviation Services, Inc. Attn: Leader-Contracts 201 High Ridge Road Stamford, CT 06927</p>	Mesa Airlines, Inc.	CL-600-2B19 (CRJ-200)	7353	N87353	<p>Deemed Effective Date:  <b>June 15, 2010</b></p> <p>The airframe and engine listed below are available for inspection commencing on</p>



Item No.	Lessors/Secured Parties and Other Related Party Addresses	Lessee/ Debtor	Airframe Mfr. & Model	Airframe Mfr. Serial No	U.S. Reg. No.	Deemed Effective Date and Proposed Return Location
	<p><b><u>Owner Trustee / Lessor:</u></b> Wells Fargo Bank Northwest, NA (formerly First Security Bank) Attn: Corporate Trust Department 79 South Main Street Salt Lake City, UT 84111</p> <p><b><u>Loan Participant:</u></b> DVB Bank SE, London Branch Attention: Carsten Gerlach, Senior Vice President, Aviation Special Projects 80 Cheapside London EC2V 6EE England</p> <p><b><u>Indenture Trustee:</u></b> U.S. Bank Corporate Trust Services Attn: David Ganss One Federal Street, 3rd Floor Boston, MA 02110</p> <p><b><u>Guarantor:</u></b> Bombardier Attn: Cameron Mountenay, CFO and Vice President of Finance 800 René-Lévesque Boulevard West Montreal, Quebec H3B 1Y8 Canada</p>					<p>May 24, 2010 at Mesa's Tucson, Arizona maintenance facility and the records are available for inspection on May 24, 2010 at Mesa's Phoenix, Arizona maintenance facility, each in accordance with the Section 1110(b) Stipulation.</p> <p>SN: 872611</p> <p>The Debtors will continue to use and pay for the second engine (SN: 872612) associated with this airframe in accordance with the Section 1110(b) Stipulation.</p> <p>In the event the Debtors elect to surrender and return such engine, the Debtors shall provide notice and make the engine immediately available for inspection no later than the eighth (8<sup>th</sup>) business day prior to the proposed effective date for the turnover of such engine.</p>
<u>5</u>	<p><b><u>Owner Participant:</u></b> General Electric Capital Corporation c/o GE Capital Aviation Services, Inc. Attn: Leader-Contracts 201 High Ridge Road Stamford, CT 06927</p>	Mesa Airlines, Inc.	CL-600-2B19 (CRJ-200)	7278	N77278	<p>Deemed Effective Date:</p> <p><b>June 25, 2010</b></p> <p>The airframe is available for inspection commencing on June 11, 2010 at Mesa's Tucson, Arizona maintenance facility and</p>

Item No.	Lessors/Secured Parties and Other Related Party Addresses	Lessee/ Debtor	Airframe Mfr. & Model	Airframe Mfr. Serial No	U.S. Reg. No.	Deemed Effective Date and Proposed Return Location
	<p><b><u>Owner Trustee / Lessor:</u></b> Wells Fargo Bank Northwest, NA (formerly First Security Bank) Attn: Corporate Trust Department 79 South Main Street Salt Lake City, UT 84111</p> <p><b><u>Loan Participants:</u></b> DVB Transport Finance Limited, London Branch Attention: Carsten Gerlach, Senior Vice President, Aviation Special Projects 80 Cheapside London EC2V 6EE England</p> <p>Bremer Landesbank Kreditanstalt Oldenburg-Girzontale Attention: Alexander Kowalle &amp; Stefan Marx Marktfolge Finanzierungen Domshof 26 28195 Bremen Germany</p> <p><b><u>Indenture Trustee:</u></b> U.S. Bank Corporate Trust Services Attn: David Ganss One Federal Street, 3rd Floor Boston, MA 02110</p> <p><b><u>Guarantor:</u></b> Investissement Québec Direction associée aux affaires juridiques à Montréal Attn: Keith Hanna &amp; Catharine Guillot 393, rue Saint-Jacques, bureau 500 Montréal (Québec) H2Y 1N9 CANADA</p>					<p>the records are available for inspection commencing on May 24, 2010 at Mesa's Phoenix, Arizona maintenance facility, each in accordance with the Section 1110(b) Stipulation:</p> <p>The engines associated with this airframe were are subject to the Debtors' Amended Fourth Notice of Intent to Reject Leases Relating to Certain Aircraft Pursuant to Debtors' Procedures Set Forth in Amended Order Entered on February 23, 2010.</p> <p>SN: 872425 SN: 872426</p>

Item No.	Lessors/Secured Parties and Other Related Party Addresses	Lessee/ Debtor	Airframe Mfr. & Model	Airframe Mfr. Serial No	U.S. Reg. No.	Deemed Effective Date and Proposed Return Location
<u>6</u>	<p><b><u>Owner Participant:</u></b>  General Electric Capital Corporation c/o GE Capital Aviation Services, Inc.  Attn: Leader-Contracts  201 High Ridge Road  Stamford, CT 06927</p> <p><b><u>Owner Trustee / Lessor:</u></b>  Wells Fargo Bank Northwest, NA (formerly First Security Bank)  Attn: Corporate Trust Department  79 South Main Street  Salt Lake City, UT 84111</p> <p><b><u>Loan Participants:</u></b>  Fortis Bank, N.V.  Attn: Paul Zamam  Coolsingel 93  3012 AE Rotterdam  The Netherlands</p> <p><i>and</i></p> <p>NIBC BANK N.V.  Attention: Henny J.Th. Spanjaard  Carnegieplein 4  P.O. Box 380  2501 BH  The Hague, The Netherlands</p> <p><b><u>Indenture Trustee:</u></b>  U.S. Bank Corporate Trust Services  Attn: David Ganss  One Federal Street, 3rd Floor  Boston, MA 02110</p>	Mesa Airlines, Inc.	CL-600-2B19 (CRJ-200)	7275	N17275	<p>Deemed Effective Date:</p> <p><b>June 4 2010</b></p> <p>The engines listed below are available for inspection commencing on May 26 2010 at Mesa's Tucson, Arizona maintenance facility and the records are available for inspection on May 26 2010 at Mesa's Phoenix, Arizona maintenance facility, each in accordance with the Section 1110(b) Stipulation.</p> <p>SN: 872378  SN: 872418</p> <p>The Debtors will continue to use and pay for the airframe in accordance with the Section 1110(b) Stipulation.</p> <p>In the event the Debtors elect to surrender and return such airframe, the Debtors shall provide notice and make the airframe immediately available for inspection no later than the eighth (8<sup>th</sup>) business day prior to the proposed effective date for the turnover of such airframe.</p>

Item No.	Lessors/Secured Parties and Other Related Party Addresses	Lessee/ Debtor	Airframe Mfr. & Model	Airframe Mfr. Serial No	U.S. Reg. No.	Deemed Effective Date and Proposed Return Location
	<b><u>Guarantor:</u></b> Investissement Québec Direction associée aux affaires juridiques à Montréal Attn: Keith Hanna & Catharine Guillot 393, rue Saint-Jacques, bureau 500 Montréal (Québec) H2Y 1N9 CANADA					
<u>7</u>	<b><u>Lessor:</u></b> Bombardier Services Corporation Attn: Secretary 261 Mountain View Drive Colchester, VT 05446	Mesa Airlines, Inc.	CL-600-2B19 (CRJ-200)	7410	N592ML	Deemed Effective Date:  <b>June 4 2010</b>  The engines listed below are available for inspection commencing on May 26 2010 at Mesa's Tucson, Arizona maintenance facility and the records are available for inspection on May 26 2010 at Mesa's Phoenix, Arizona maintenance facility, each in accordance with the Section 1110(b) Stipulation.  SN: 872552 SN: 872169

## **EXHIBIT 2**

### **(Section 1110(b) Stipulation)**

- Stipulation and Agreement Pursuant to Section 1110(B) of the Bankruptcy Code Between Debtors and Landesbank Baden-Wurttemberg (LBBW) Regarding the Extension of the Automatic Stay with Respect to Certain CRJ-200 Aircraft of the Debtors  
**(Item #1 on Exhibit 1)**
- Stipulation and Agreement Under Section 1110(B) of the Bankruptcy Code Between Debtors and Canadian Regional Aircraft Finance Transaction No. 1 Limited with Respect to (2) CRJ-200 Aircraft  
**(Item #2 on Exhibit 1)**
- Stipulation and Agreement Pursuant To Section 1110(B) of the Bankruptcy Code Between Debtors and DVB Bank SE, BNP Paribas, Commerzbank Aktiengesellschaft, Credit Agricole Corporate and Investment Bank, IIG Bank N.V., Singapore Branch, and NIBC Bank N.V. Regarding the Extension of the Automatic Stay with Respect to Certain CRJ-200 Aircraft of the Debtors  
**(Item #3 on Exhibit 1)**
- Stipulation and Agreement Pursuant to Section 1110(B) of the Bankruptcy Code Between Debtors and DVB Bank SE Regarding the Extension of the Automatic Stay with Respect to Certain CRJ-200 Aircraft of the Debtors  
**(Item #4 on Exhibit 1)**
- Stipulation and Agreement Pursuant to Section 1110(B) of the Bankruptcy Code Between Debtors and DVD Transport Finance Limited and Bremer Landesbank Kreditanstalt Oldenburg-Girozentrale Regarding the Extension of the Automatic Stay with Respect to Certain CRJ-200 Aircraft of the Debtors  
**(Item #5 on Exhibit 1)**
- Stipulation and Order Pursuant to Section 1110(B) of the Bankruptcy Code Between Debtors and Fortis Bank Nederland N.V. and NIBC Bank N.V. Regarding the Extension of the Automatic Stay with Respect to Certain CRJ-200 Aircraft of the Debtors  
**(Item #6 on Exhibit 1)**
- Stipulation and Agreement Under Section 1110(B) of the Bankruptcy Code Among Debtors and Bombardier Capital Inc. and Bombardier Services Corporation  
**(Item #7 on Exhibit 1)**